



The Atchison, Topeka and Santa Fe Railway Company

Suite 6500
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
(202) 778-0173

16943-A

0-340A026

RECORDATION NO. FILED NOS

November 30, 1990

DEC 6 1990 -1 45 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

\$15,00 filing fee

Re: Amendment No. 1 to AT&SF Railway Company Locomotive Operating Lease Agreement

Dear Sir:

this one is 16943-A

Attached are three Amendment No. 1, dated the 15th day of November 1990, to the Locomotive Operating Lease Agreement, dated as of July 11, 1990, by and between the Electro-Motive Division of General Motors Corporation and The Atchison, Topeka and Santa Fe Railway Company. This agreement covers the lease of twenty diesel-electric locomotives and has been assigned ICC ~~Finance Packet No.~~ *16943.*

REC 6 1 37 PM '90
MOTOR OPERATING UNIT
RECORDATION

Sincerely,

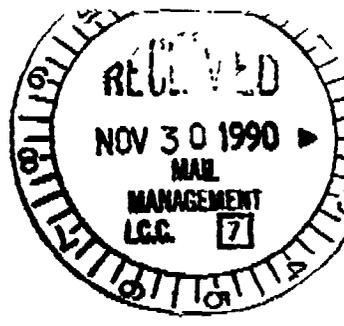
Alan J. Moore
Washington Representative
Governmental Affairs

Attachment

Handwritten signature/initials on the left margin

16943-A

DEC 6 1990 - 1 45 PM



INTERSTATE COMMERCE COMMISSION
AMENDMENT NO. 1 TO THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY
LOCOMOTIVE OPERATING LEASE AGREEMENT

AMENDMENT dated this 15th day of November, 1990, to the Locomotive Operating Lease Agreement, (the "Agreement") dated as of July 11, 1990 by and between Electro-Motive Division of General Motors Corporation ("EMD") and The Atchison, Topeka and Santa Railway Company ("ATSF").

WITNESSETH:

WHEREAS, the parties hereto have heretofore entered into the Agreement covering the lease of twenty diesel-electric locomotives; and

WHEREAS, the parties hereto desire to amend the Agreement in the manner set forth below,

NOW, THEREFORE, the parties hereto agree as follows:

SECTION 1. Definitions; References. Unless otherwise specifically defined herein, each term used herein that is defined in the Agreement shall have the meaning assigned to such term in the Agreement. Each reference to "hereof", "hereunder", "herein" and "hereby" and each other similar reference and each reference to "the Agreement" and each other similar reference contained in the Agreement shall from and after the date hereof refer to the Agreement as amended hereby.

SECTION 2. Amendment to Exhibit A. Exhibit A to the Agreement is amended by deleting from the list of road numbers of Locomotives appearing therein the reference to Locomotive Road Numbers 148 and 152 and by adding to such list reference to Locomotive Road Numbers 161 and 162.

SECTION 3. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Illinois.

SECTION 4. Counterparts; Effectiveness. This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Amendment shall become effective as of the date hereof when each party hereto has executed the Amendment and EMD has received an executed Amendment No. 2 to

the Locomotive Operating Lease Agreement dated as of May 1, 1990,
by and between EMD and ATSF.

IN WITNESS WHEREOF, the parties hereto have caused this
Amendment to be duly executed as of the date first above written.

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

By: *J. Randall J. J. J.*
Title: VP. & Gen. Mgr.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By: *M. A. [Signature]*
Title: President

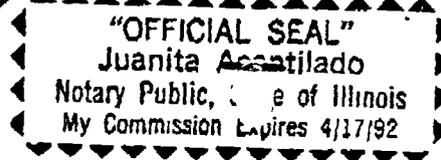
State of Illinois)
County of Cook) ss.

On this 29 day of Nov, 1989⁹⁰, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a V.P. & General Manager of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Juanita Acantilado
Notary Public

My commission expires:

April 17, 1992



State of _____)
County of _____) ss.

On this _____ day of _____, 1989, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of _____, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My commission expires:

State of Illinois)
County of Cook)

On this 28th day of November, 1990, before me personally appeared M. R. Haverty to me personally known, who, being duly sworn, did say that he is the President and Chief Operating Officer of The Atchison, Topeka and Santa Fe Railway Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Patricia Daum

Notary Public

My commission expires:

June 21, 1992



DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

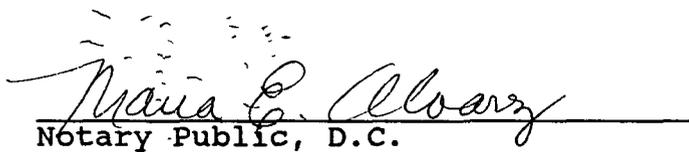
I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 6th day of December, 1990.



Allen H. Harrison, Jr.

Subscribed and sworn to before me
this 6th day of December, 1990



Maria E. Alvarez
Notary Public, D.C.

My Commission Expires
My Commission Expires June 30, 1992